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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
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SEARS HOLDINGS CORPORATION, <i>et al.</i>,	:
	:
Debtors.¹	:
	:
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Chapter 11
Case No. 18-23538 (RDD)
(Jointly Administered)

**GHIRARDELLI CHOCOLATE COMPANY'S MOTION FOR
ALLOWANCE AND PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM
PURSUANT TO 11 U.S.C. § 503(b)**

Ghirardelli Chocolate Company ("Ghirardelli"), by its attorneys Husch Blackwell, LLP,
respectfully submits this motion for the allowance and payment of its administrative expense

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

claim (the “Motion”), pursuant to 11 U.S.C. §503(b) of the United States Code (the “Bankruptcy Code”), and respectfully states as follows:

1. Ghirardelli sold various goods to Sears Holdings Corporation (“Sears”) post-petition which are identified on invoices attached hereto as Exhibit A in the total aggregate amount of \$62,652.84:

Customer	Doc Type	Customer Ref/PO#	Doc No	Invoice Date	Amount
26197-Sears Holding/Kmart	RI-Invoice	08289232956	519056	10/29/2018	\$12,135.72
26197-Sears Holding/Kmart	RI-Invoice	08275297012	520345	10/31/2018	\$26,728.20
26197-Sears Holding/Kmart	RI-Invoice	08289234062	520646	10/31/2018	\$5,788.80
26197-Sears Holding/Kmart	RI-Invoice	08305219347	520347	10/31/2018	\$5,855.04
26197-Sears Holding/Kmart	RI-Invoice	08305218255	521203	10/31/2018	\$12,145.08
					\$62,652.84

2. The Debtor has not paid the post-petition invoices that are due and owing to Ghirardelli in the total aggregate of \$62,652.84.

3. Ghirardelli requests the allowance and payment of its administrative expense claim pursuant to U.S.C. § 503(b).

4. Ghirardelli shall cause notice of this Motion to be served on the Debtors and the “Master Service List” as those terms are defined in the Amended Order Implementing Certain Notice and Case Management Procedures [Dkt. No. 405] and in the manner provided therein.

5. Ghirardelli has made no prior request to this or any other court for the relief sought herein.

WHEREFORE, Ghirardelli respectfully requests that the Court enter an order:
(i) granting Ghirardelli an allowed administrative expense claim in the amount of \$62,652.84

pursuant to §503(b) of the Bankruptcy Code; (ii) directing the Debtors to make payment of such allowed administrative expense claim pursuant to the Program; (iii) reserving all of Ghirardelli's rights to file supplemental or additional administrative expense requests with the Court for additional amounts that may become due, beyond the \$62,652.84 approved by the Court; and (iv) granting such other and further relief as this Court deems just and proper.

Dated November 19, 2019

Respectfully submitted,

/s/ Marshall C. Turner

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*Attorneys for
Ghirardelli Chocolate Company*

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a true and accurate copy of above and foregoing was provided via the U.S. Bankruptcy Court's CM/ECF system to all parties listed below who received notice thereby on the 19th day of November, 2019.

/s/ Marshall C. Turner

MASTER SERVICE LIST

In re: Sears Holdings Corporation, et al.

Master Service List

Case No. 18-23538 (RDD)

DESCRIPTION	NAME	FAX	EMAIL
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Attorneys for Aldine Independent School District	Aldine Independent School District	281-985-6321	bnkatty@aldineisd.org
As Agent Bayview Loan Servicing, LLC, the Bank of New York Mellon FKA the Bank of New York	Aldridge Pite, LLP		jarnold@aldridgepite.com
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Interested Party	Austin Enterprises, LP.		mcuellar45@austinenterpriseslp.com

In re: Sears Holdings Corporation, et al.

Master Service List

Case No. 18-23538 (RDD)

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In re: Sears Holdings Corporation, et al.

Master Service List

Case No. 18-23538 (RDD)

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In re: Sears Holdings Corporation, et al.

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DESCRIPTION	NAME	FAX	EMAIL
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In re: Sears Holdings Corporation, et al.

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Case No. 18-23538 (RDD)

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In re: Sears Holdings Corporation, et al.

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Case No. 18-23538 (RDD)

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